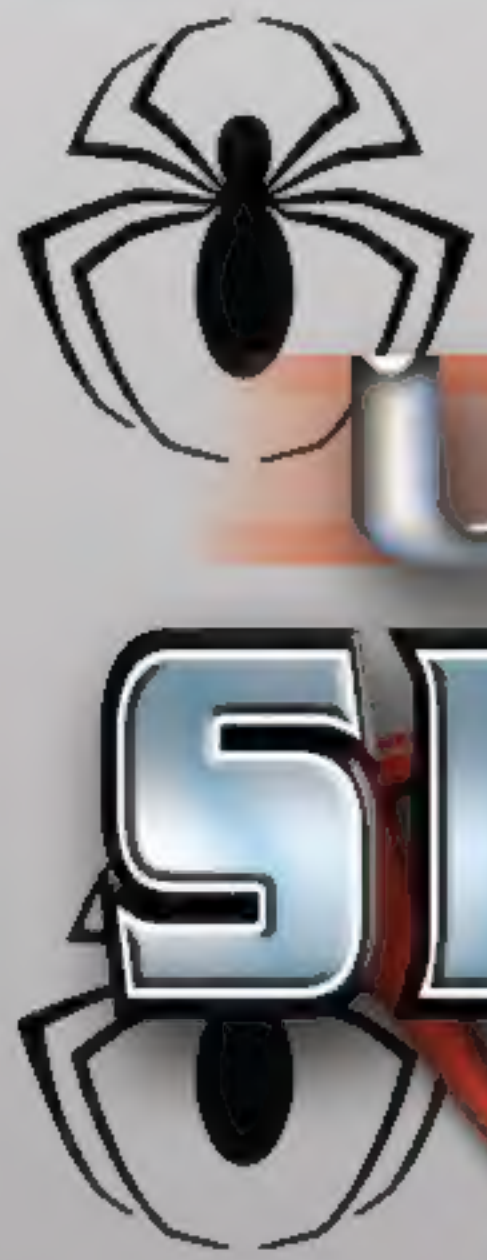


ULTIMATUM™



ISSUE
131



ULTIMATE® SPIDER-MAN



MARVEL

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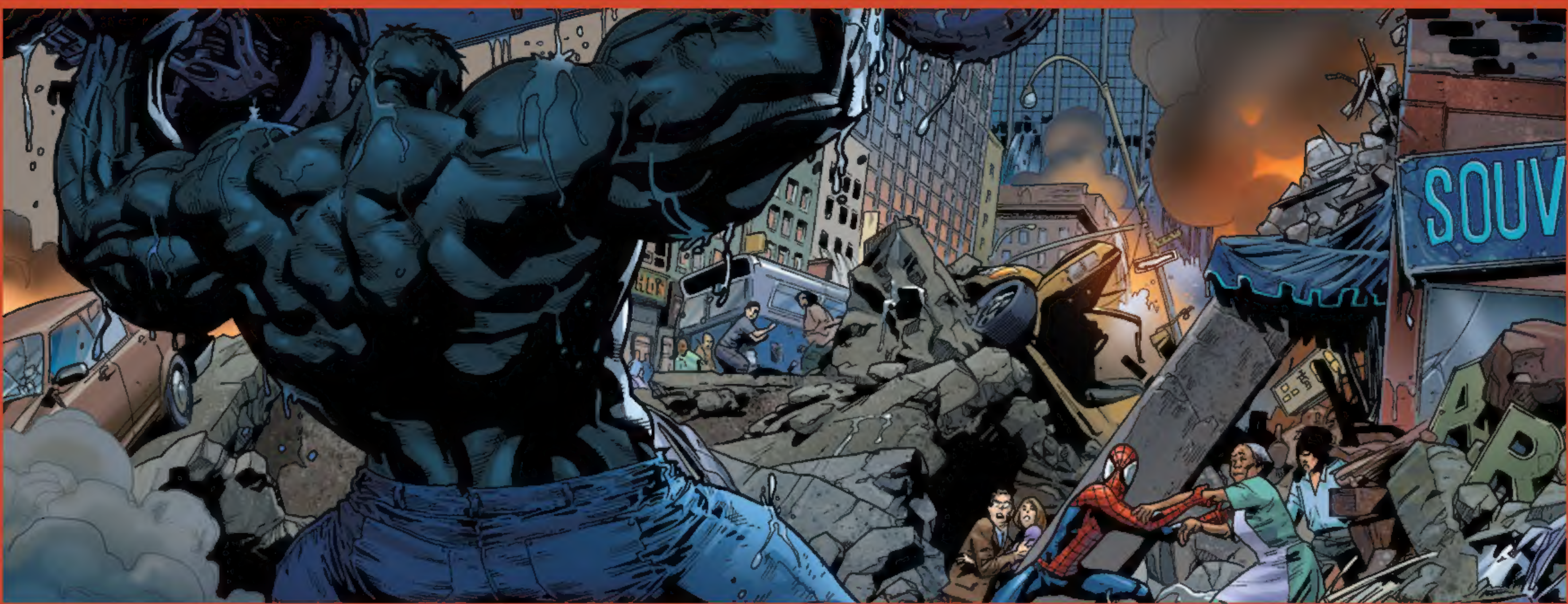
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The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!

ULTIMATE SPIDER-MAN



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

THE ULTIMATUM WAVE HAS DESTROYED NEW YORK CITY. With no warning a massive tidal wave crashed down on the island of Manhattan killing millions of people in the blink of an eye.

Spider-Man desperately dives into the madness to do whatever small part he can. While doing so he is contacted telepathically by Charles Xavier, the telepathic mutant leader of the X-Men.

Xavier tells Spider-Man that Magneto has launched this unholy destruction upon mankind and that the surviving members of the X-Men will join up with Spider-Man and head towards Magneto's headquarters. But Spider-Man hasn't heard from Xavier since. When the tidal wave subsides, Spider-Man helps search for survivors in the watery hell that is Midtown...and finds himself impossibly face-to-face with the INCREDIBLE HULK.

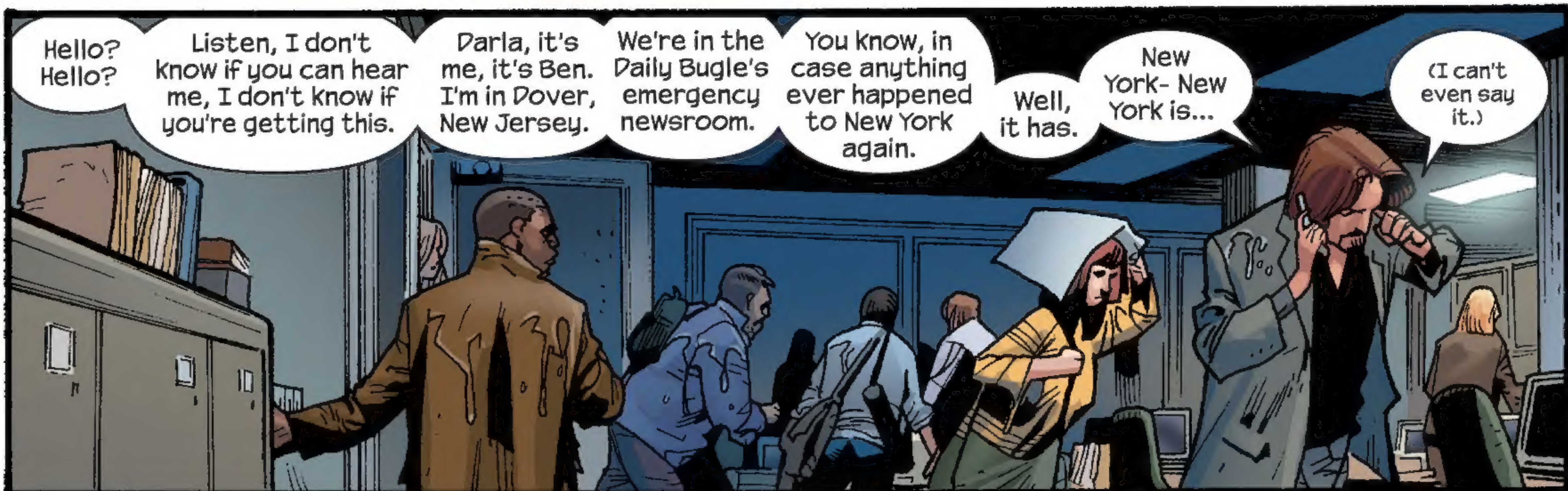
In Queens, Aunt May is shocked to find herself in police custody concerning the rumor that her nephew Peter Parker may be Spider-Man. But when the wave hits, Aunt May decides to help the police assist the disaster victims.

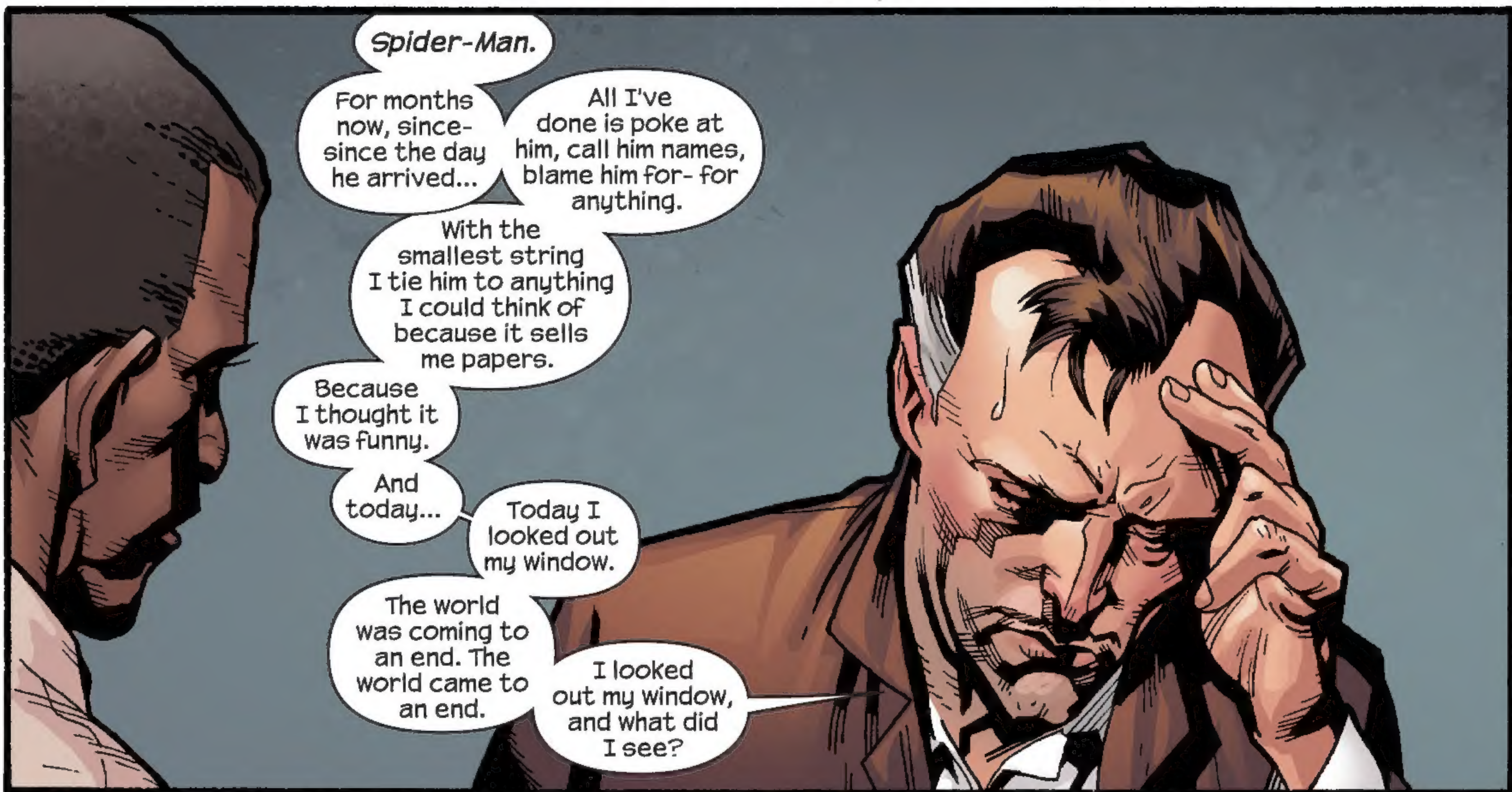
Aunt May and one of the police detectives are almost killed by a falling telephone pole but are saved by...SPIDER-WOMAN, the female clone of Peter Parker.

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"I saw
a hero.

"I see this
man--this hero--
jumping in.

"Not
running
away.

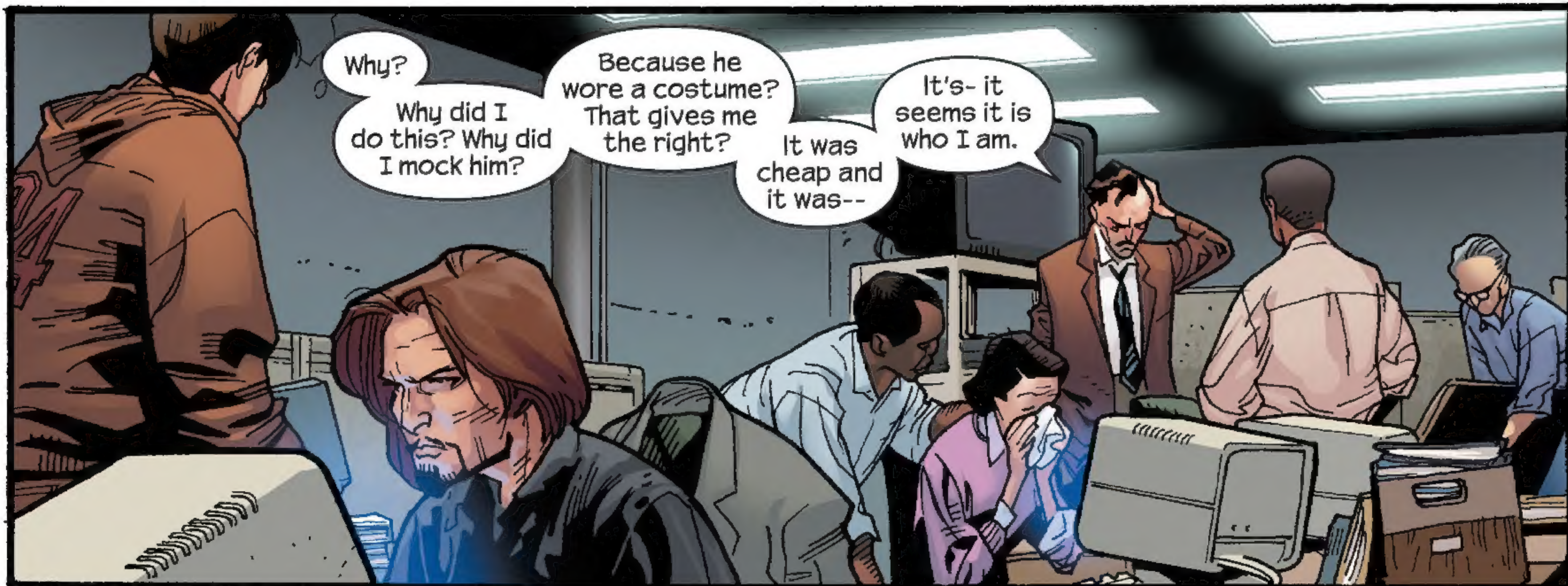
"(Like
we did.)

"He jumped in
and tried to save
anyone he could.

"I'm...

"I am completely
ashamed of myself."







Queens.

Is this another one of yours?

What did you call me?



Uh-- are you all right?

You called me Aunt May.

Um--

Not May-- **AUNT MAY.** You called me Aunt May.



Uh--

Who are-- **AAIE!!**



Put me down. Put me down. Put me down.

PUT ME DOWN!!



Sorry, listen, higher ground is better.

Oh my God!!

Sorry.



You called me Aunt May, you're dressed like, you're a girl dressed like...him.

Who are you??

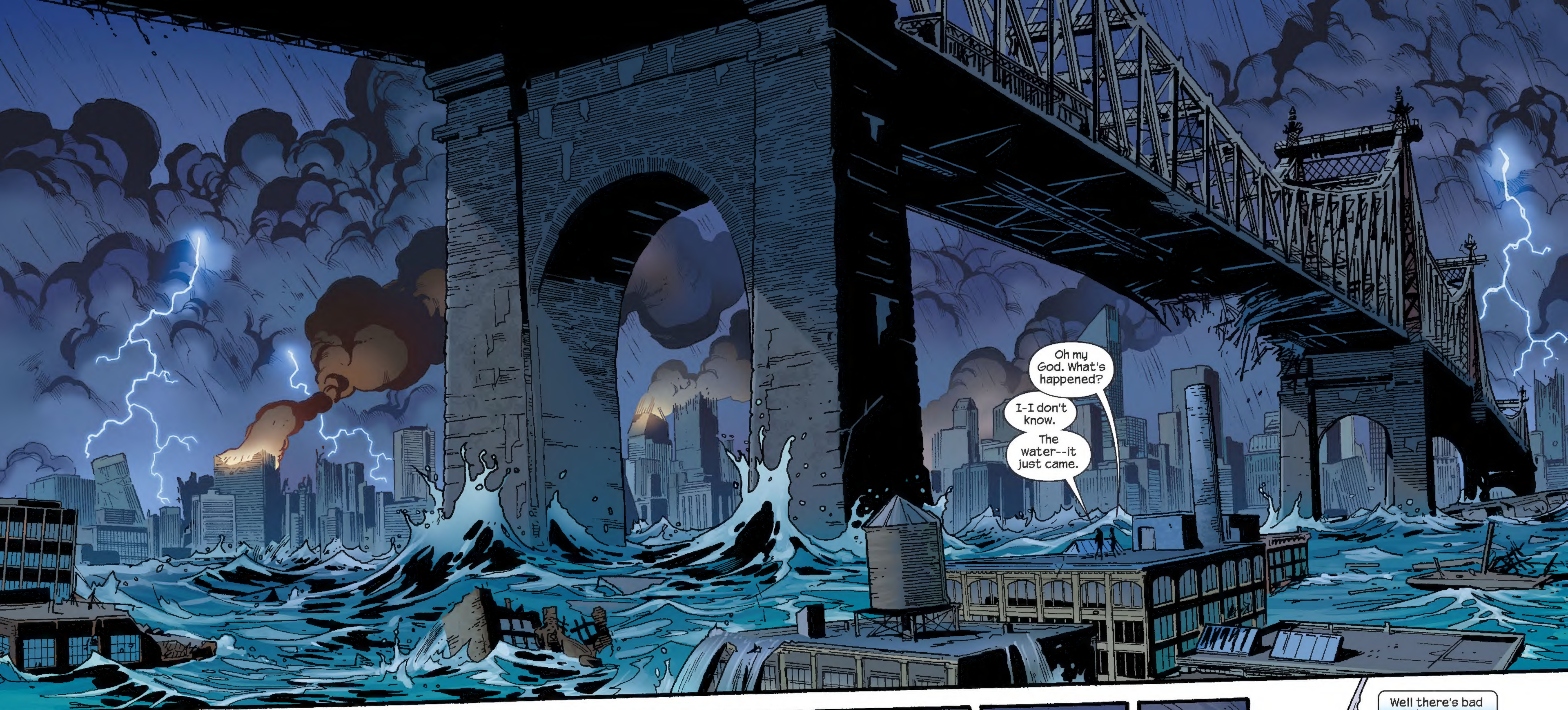
You heard wrong. I-I just wanted to--



No, you--

I just- just try to stay safe, something really bad is--

Oh my...



Oh my God. What's happened?

I-I don't know.

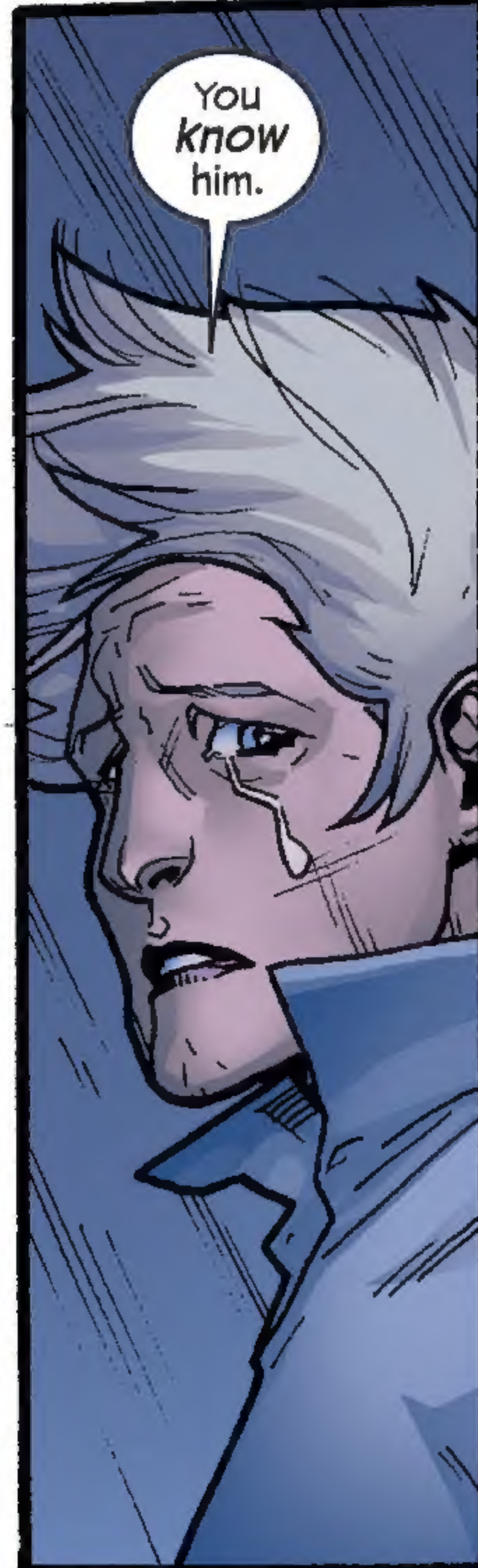
The water--it just came.



You know my Peter.



I--



You know him.



Yes.

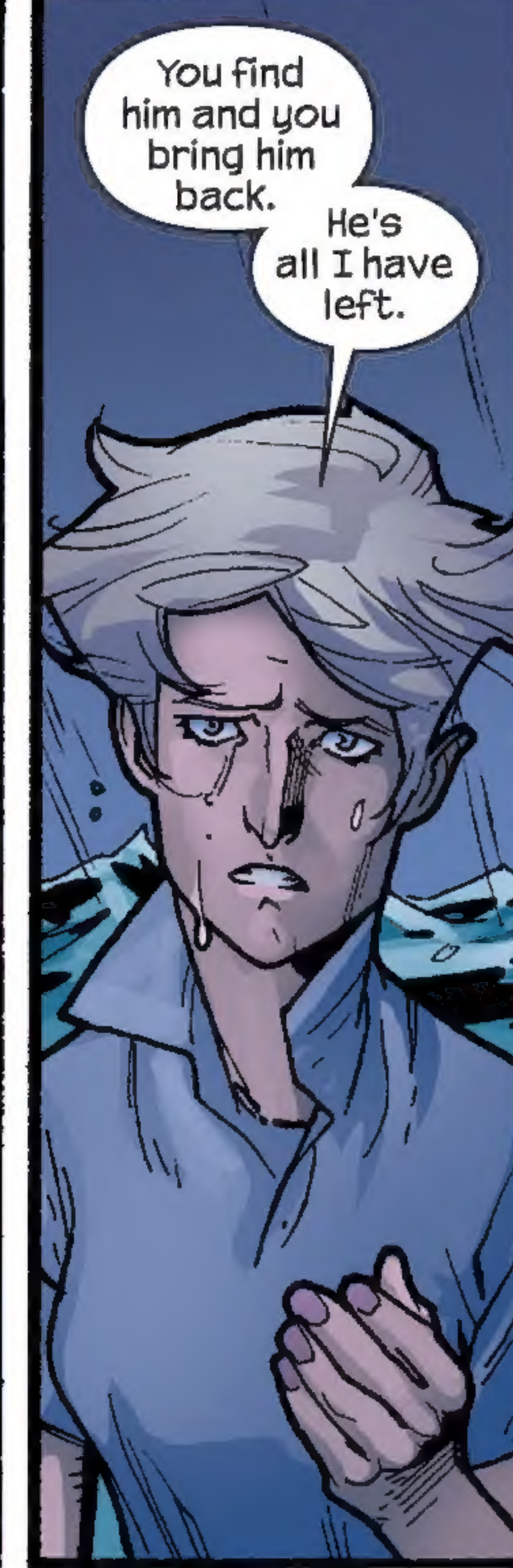


I- I don't care how. I don't...

But you *find* him. And you bring him *back* to me.



Please calm down.



You find him and you bring him back.

He's all I have left.



Yes, ma'am.



Well there's bad and there's bad...

And I thought today was about as bad as bad could get...

Then *this* happens.

This is so me it's not even funny...

I survived a hurricane, I survived the destruction of New York City, I survived the general crazy that is my life as Spider-Man...

I turn around and here's *the Hulk*.

The whole Hulk.

Right in my face.

Did he do this? Did he bring this hell? Did he kill all these people?

Uh-

He's just staring at me.

(And I'm just staring at him.)

I'm scared if I move, he'll- he'll *smash* or something.

If I run away--all these people who lived through this now have to deal with *him*.

I can't run, I can't fight him. I can't--

Hello?

There's a guy in there. A human guy.

A doctor.

Banner something. He's in there somewhere.

Um, I'm Spider-Man.

Maybe I can *reason* with him.

Maybe I can turn him back to his Banner-ness.

Maybe I can get him to go away without hurting anybody.

Did he do this? Xavier told me it was Magneto.

But he told me this in my brain when I could very well have been having a nervous breakdown so I'm not completely entirely convinced that happened.

Xavier hasn't come back inside my head and said anything else to me since.

It very well could be- ugh!! I don't know!!

I don't know!!

Hulk? Can you *hear* me?? Do you know where you are?

I just called him Hulk. I hope that's not an insult or a--

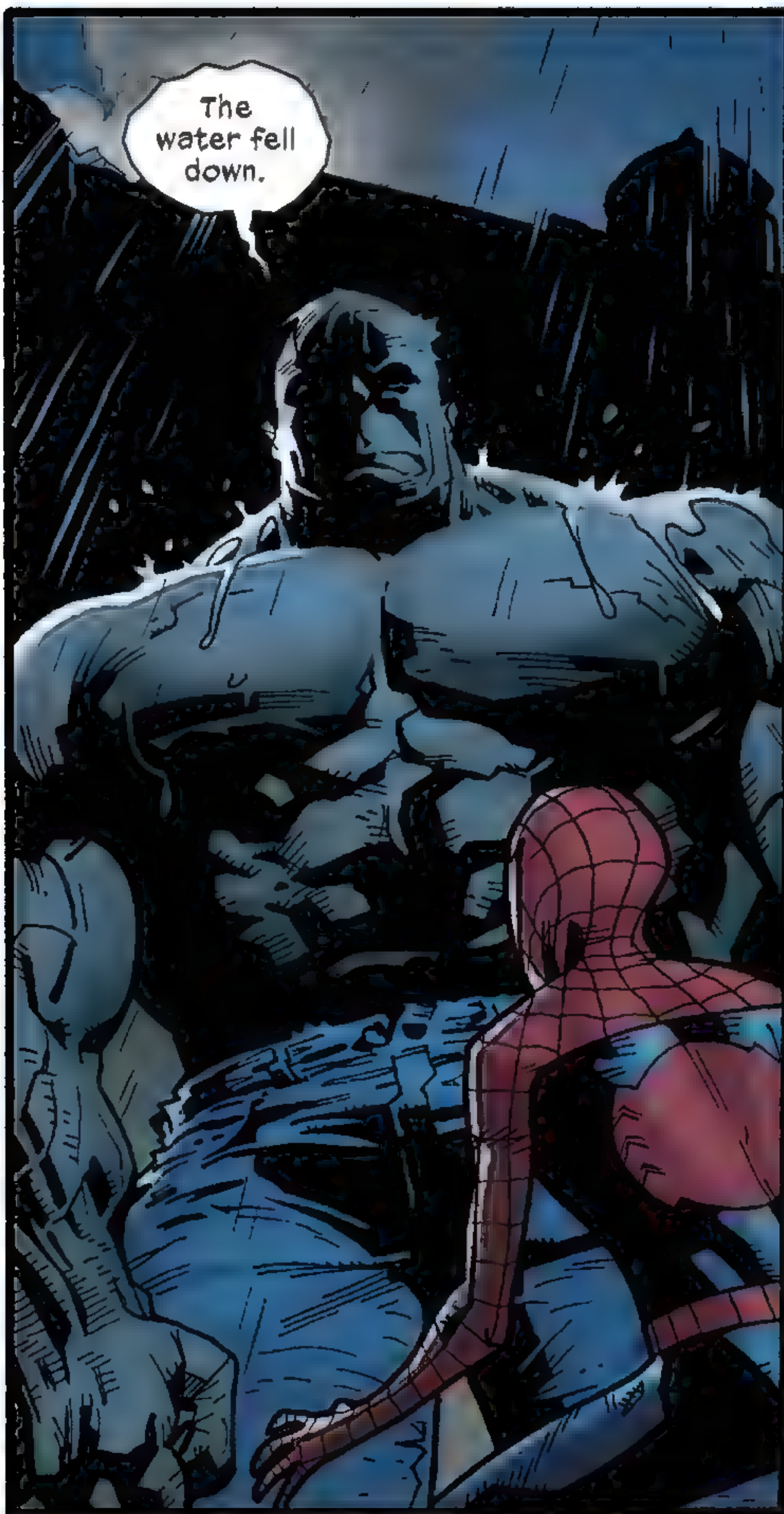
Hulk--

Uh @###, he talked.

Yeah?

Hulk...





The water fell down.



Okay, simpler. He needs simpler.

(He needs not to kill me and chase me up and down the street, is what he needs to do.)

Hulk.

Help me.



Help you.



Hulk, my friend.



Hulk friend??

Yes.

Help me, friend. Help me *save the people*.

People.

Are hurt.

Hulk help little friend.



Okay. Uh, follow me.

And friends don't smash friends.

And friends don't--

HEEEELLPPP!!!



Okay, survivors.
Okay. That's at
least not horrible.

Hey!!

Heeeellpp!!

Now if only my new
sidekick can just
stand there and not
Hulkify anything.



Hi.

Okay, here's
what we're going
to do--

What's
happening?!!

Nothing
good.

Listen, I'm
going to shoot
a web-line down
to the street.

I need you to
get on the web, I
want you to try and
crawl down or I'll
just let you down
easy.

Where're all
the lights? Are--
are those
bodies??



You want
us to crawl out
the window onto
a web??

Can it
hold us?
Just hold on to
the web.

Sure.
Just hold
on.

It's
sticky.

Easier to hold
onto.

Okay, hold
on tight.

Everything's
a little slippery.

I can't
breathe!!
I can't--



Oh
God!

OH
GOD!!

Just
settle!!
OH
GOD!!!!



Hulk
catch.

...



Okay,
see?? Everyone
is okay.

What has
happened?

Everything
has gone to
hell, but we're
still here.
We're okay.

So let's
focus on that
and--

Oh my
God!

I don't
understand
what is
happening!!

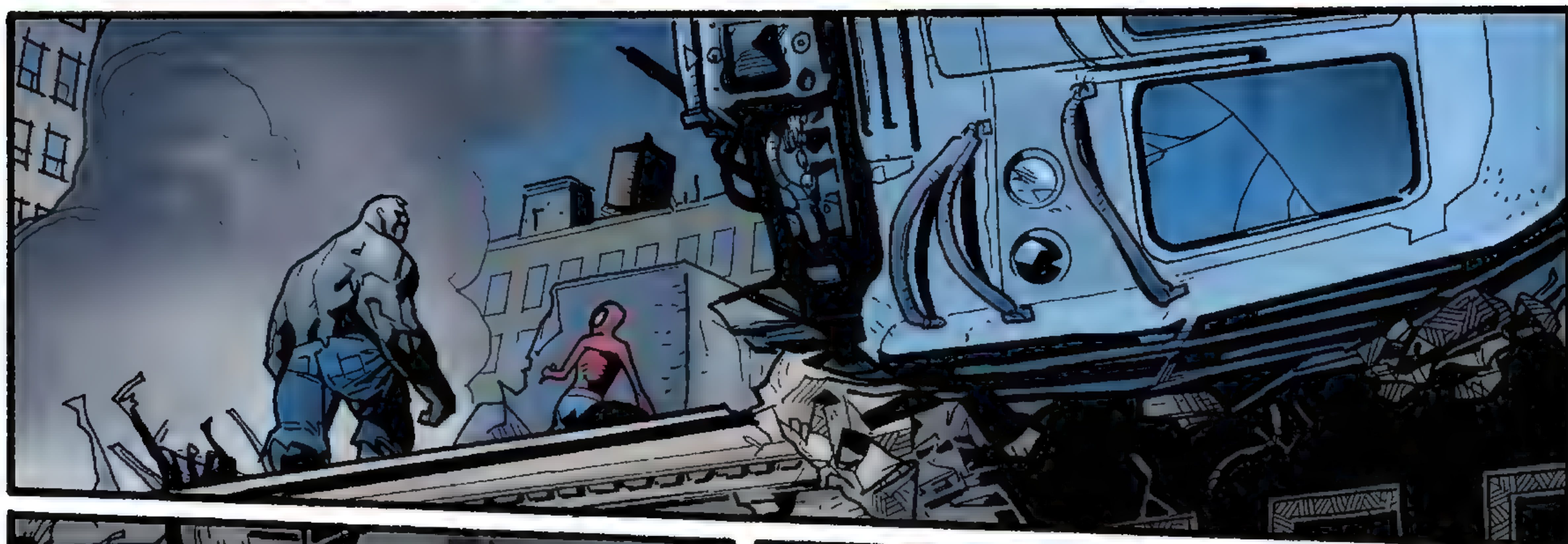
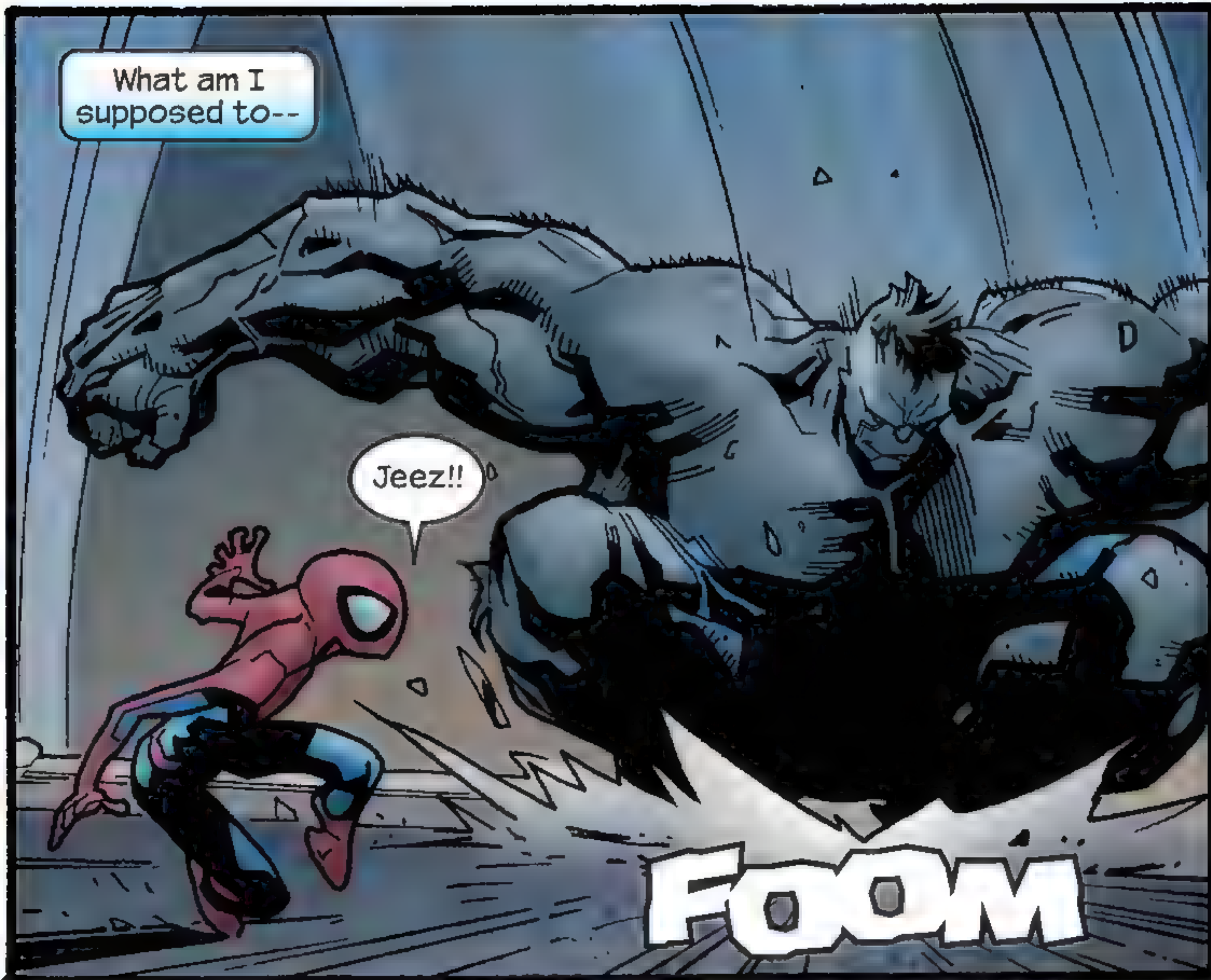


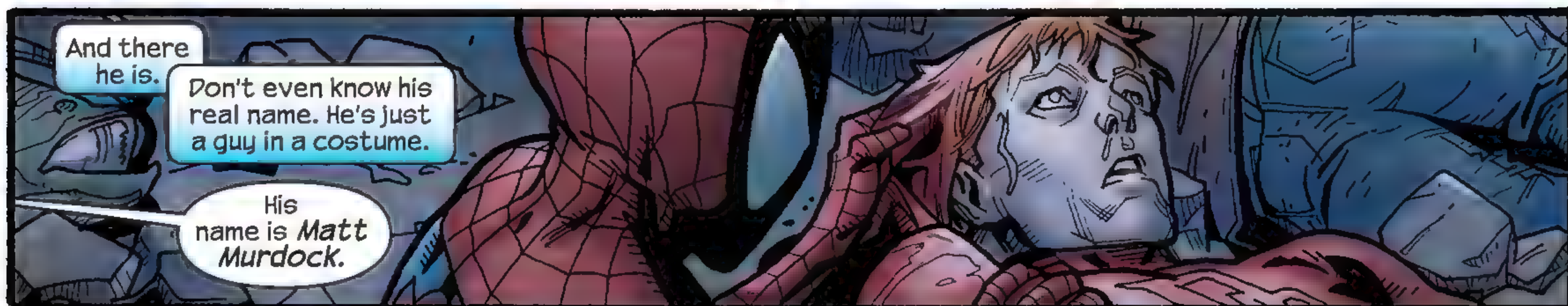
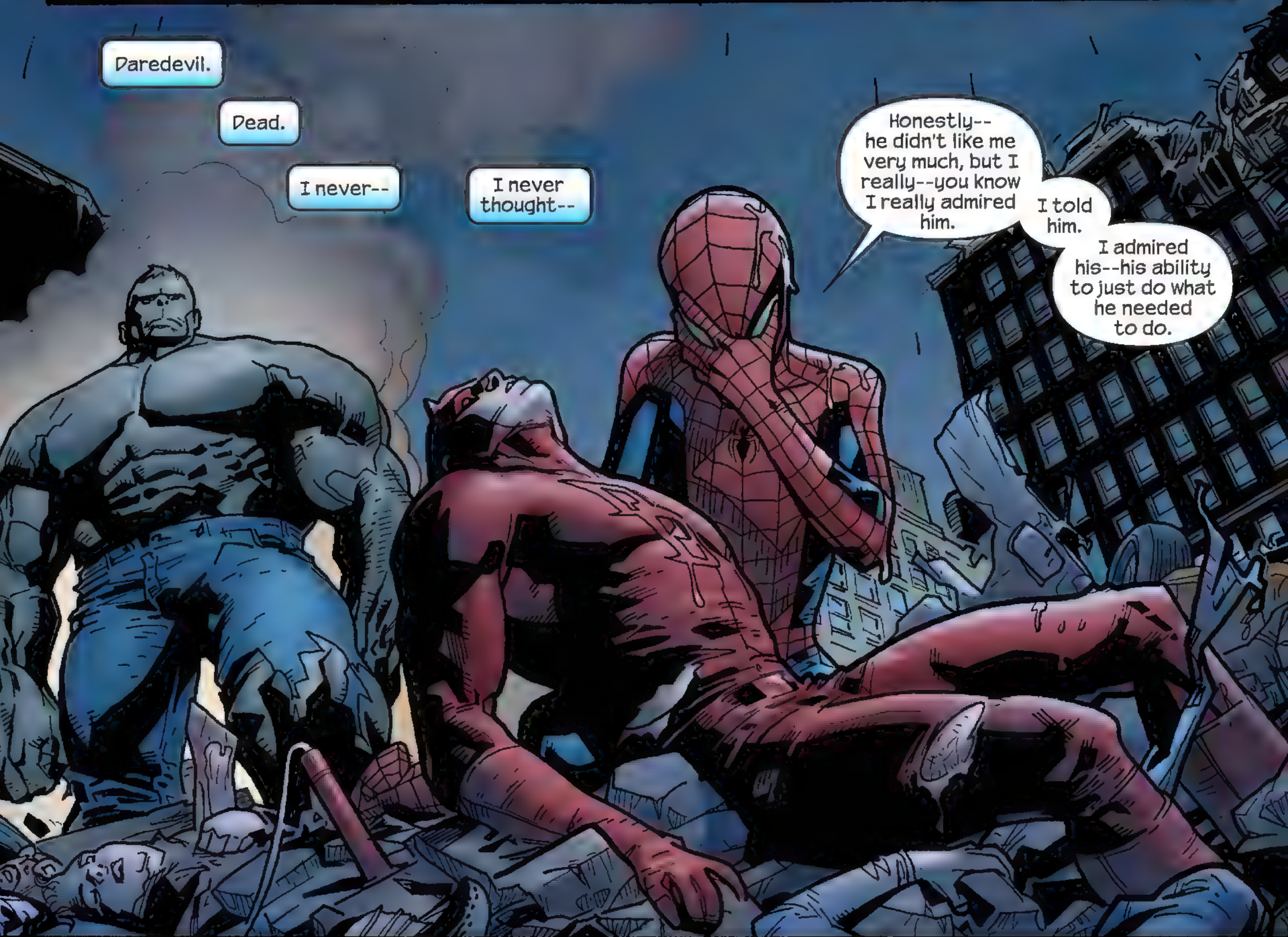
You okay?
That's an awfully
nasty boo-boo.

You see
that??

That's
crazy!









OH MY GOD, IT IS!!

It's New York!! What did I do?

No. No. This wasn't you.

What did I do?!!

Good news, Doc, it wasn't you.

It was Magneto. You know the--

Oooh...

Just calm down.

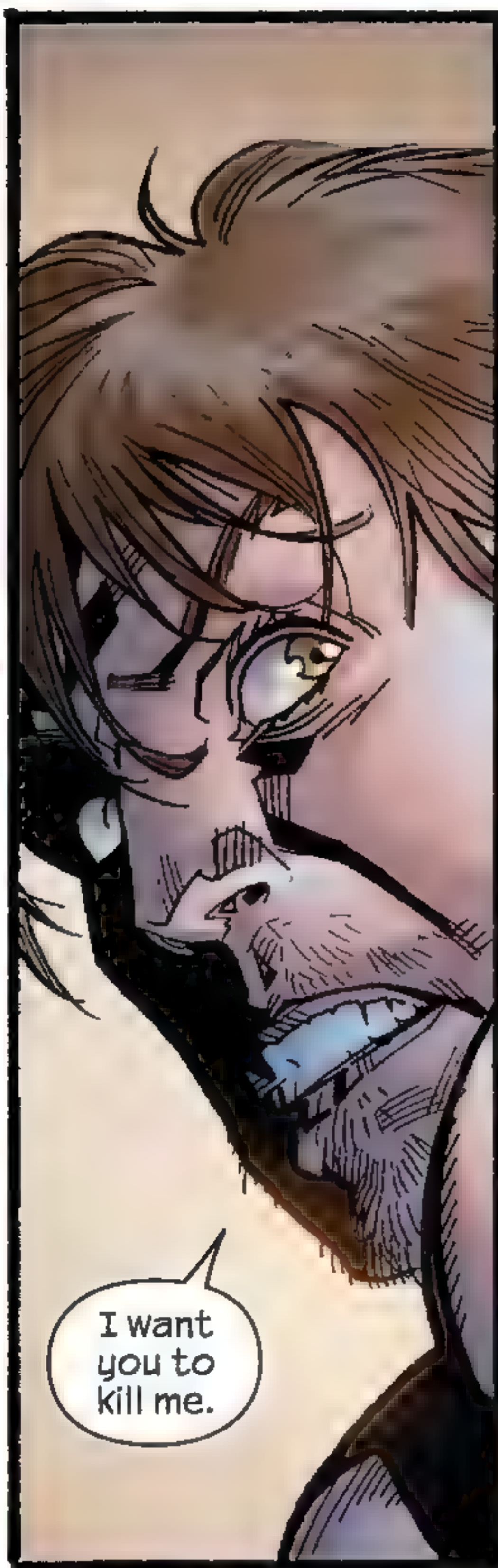


I want-- I want to die.

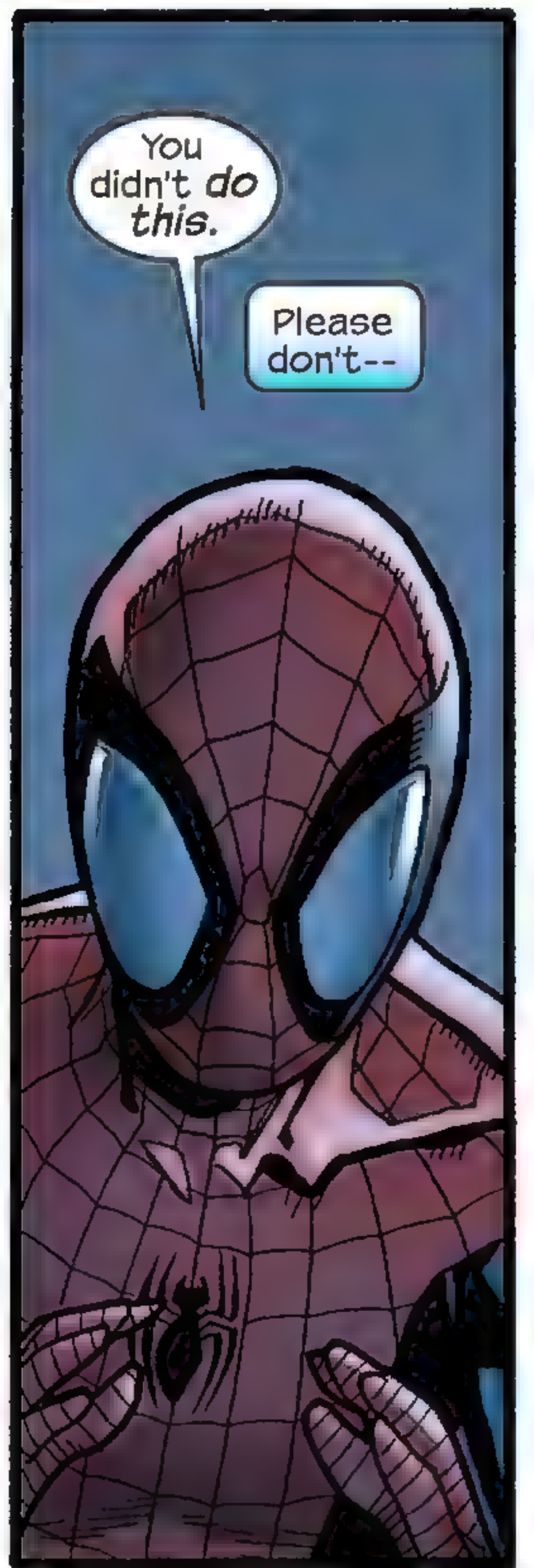
Calm down or you're--you're going to Hulk-out again.

Nooo...

Come on, try to get a--



I want you to kill me.



You didn't do this.

Please don't--



You didn't do--

Oh man.





Okay, it's officially the bestest day ever!!



Hulk!

Aarrggh!!

Hulk!

SIT!!



With a mood swing this insane it's amazing I never dated him.

God, I'm so tired and I'm so out of my mind... I mean, come on!!



I gotta find somewhere to rest, or-or hide from this.

Somewhere to get my wits about me.

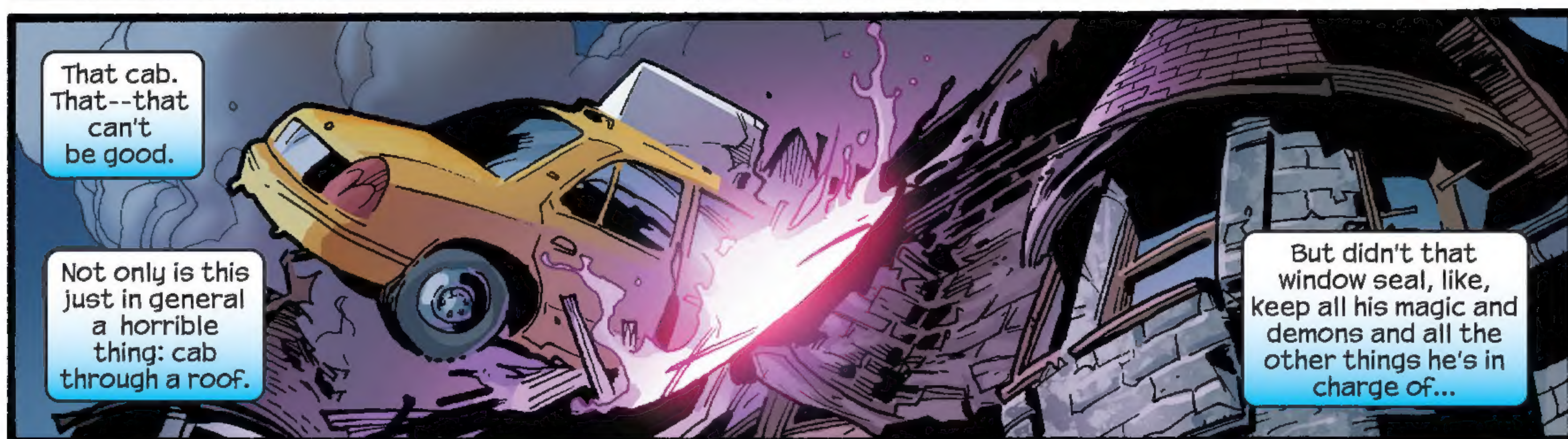
Somewhere to--oh!

Hey. Doctor Strange's.

Doc Strange. Master of the mystic arts.

Okay. That's-- I hope he's okay. I hope he somehow--

uh.



That cab. That--that can't be good.

Not only is this just in general a horrible thing: cab through a roof.

But didn't that window seal, like, keep all his magic and demons and all the other things he's in charge of...



Safely tucked...

Away?

To Be Continued...



SON OF

OUTLAW